

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	:
	:
Debtors.	:
	:
	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

DECLARATION OF PATRICK COSTER

Pursuant to 28 U.S.C. § 1746, Patrick Coster declares as follows:

1. I am currently employed by Barclays Capital Inc. ("Barclays"), and prior to September 22, 2008 was employed by Lehman Brothers Holdings Inc. ("LBHI") as a Senior Vice President within Expense and Sourcing Services. I am familiar with events relating to the purchase of certain assets of LBHI, Lehman Brothers Inc. and LB 745 LLC (collectively, the "Debtors") by Barclays and the preparation of the lists of contracts associated with the closing of that purchase (the "Closing Date Contracts"). I make this Declaration in support of Barclays' Motion For Relief Concerning an American Express Contract Erroneously Posted With The Closing Date Contracts.

2. On or about September 17 - 18, 2008, I was part of a team at LBHI working with representatives of Barclays and its counsel to develop lists of critical contracts that were relevant to Barclays' purchase of the Debtors' assets. Given the time pressures involved with this purchase, various teams were putting together broadly-formulated lists of contracts, which would subsequently be limited to those that were critically needed and, as such, assumed by Barclays as Closing Date Contracts. Barclays divided the lists of contracts into three areas:

IT Closing Date Contracts, non-IT Closing Date Contracts and Real Estate Closing Date Contracts.

3. On September 18, 2008, I transmitted a list of non-IT Closing Date Contracts. A true and correct copy of the spreadsheet in printed form is attached to this Declaration as Exhibit A. This list included a contract designated by the vendor name "American Express Travel Related" and Agreement ID "CON000000023851," which appears on line 17 of the printed copy of this spreadsheet (the "American Express Contract"). The cure amount listed on this spreadsheet was \$18 million.

4. I understand that a version of this list was posted to a website related to LBHI's Chapter 11 case, and that the version posted also included the American Express Contract. A true and correct copy of the PDF document as it was posted to the website on September 18, 2008 is attached as Exhibit B.

5. Although the American Express Contract was initially included in a broader list of contracts being identified, it should not have been designated as a contract that was being assumed by and assigned to Barclays. The American Express Contract was not a critical contract necessary for the ongoing business needs of the assets being purchased by Barclays. Instead, it concerned a number of other contracts involving travel services that had previously been provided by American Express Travel Related Services Company, Inc. ("American Express") prior to LBHI's filing its petition for relief under Chapter 11 of the U.S. Bankruptcy Code. American Express had stopped providing services under this contract prior to LBHI's filing its Chapter 11 case and has not provided any further services since the filing; I was informed by Leslie Bernauer that American Express had cancelled the corporate cards issued in connection with the American Express Contract, cancelled existing travel reservations and stated

that it would not be accepting new reservations. However, as a result of the extreme time pressure involved in closing the deal, the American Express Contract was mistakenly designated as a non-IT Closing Date Contracts that was being assumed by Barclays.

6. In addition, the cure amount listed for the American Express Contract of \$18 million was incorrect.

7. I understand that Barclays promptly notified American Express that the American Express contract had been mistakenly listed as a contract that was being assumed.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 14th day of October, 2008.

s/ Patrick Coster

Patrick Coster